

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

JOANN INC., *et al.*¹

Debtors.

Chapter 11

Case No. 25-10068 (CTG)

(Jointly Administered)

Objection Deadline: September 15, 2025 at 4:00 p.m. (ET)

**SUMMARY OF FOURTH COMBINED MONTHLY FEE STATEMENT
OF KELLEY DRYE & WARREN LLP FOR COMPENSATION
FOR SERVICES RENDERED AND REIMBURSEMENT OF
EXPENSES INCURRED AS LEAD COUNSEL TO THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS FOR THE PERIOD
FROM MAY 1, 2025 THROUGH AND INCLUDING JULY 16, 2025**

Name of Applicant:	Kelley Drye & Warren LLP
Authorized to Provide Professional Services to:	The Official Committee of Unsecured Creditors
Date of Retention:	Effective as of January 30, 2025 ²
Period for which compensation and reimbursement is sought:	May 1, 2025 through and including July 16, 2025
Amount of fees sought as actual, reasonable, and necessary:	\$263,746.00
Less 20% holdback per procedures for interim fees:	\$52,749.20
Total fees to be paid at this time:	\$210,996.80
Amount of expense reimbursement sought as actual, reasonable, and necessary:	\$330.23
Total fees and expenses to be paid at this time:	\$211,327.03

This is a(n): Monthly Interim Final Application

¹ The Debtors in these chapter 11 cases are: JOANN Inc.; Needle Holdings LLC; Jo-Ann Stores, LLC; Creative Tech Solutions LLC; Creativebug, LLC; WeaveUp, Inc.; JAS Aviation, LLC; joann.com, LLC; JOANN Ditto Holdings Inc.; Dittopatterns LLC; JOANN Holdings 1, LLC; JOANN Holdings 2, LLC; and Jo-Ann Stores Support Center, Inc.

² Docket No. 594.

This is a monthly statement. This is Kelley Drye's fourth monthly statement filed in these Chapter 11 Cases.

PRIOR MONTHLY FEE STATEMENT HISTORY

Date Filed and Docket No.	Period Covered	Requested		Approved for Payment		20% Holdback
		Fees	Expenses	Fees	Expenses	
May 5, 2025 Docket No. 808	January 30, 2025 – February 28, 2025	\$1,879,711.50	\$19,689.24	\$1,503,769.20	\$19,689.24	\$375,942.30
May 8, 2025 Docket No. 830	March 1, 2025 – March 31, 2025	\$324,387.00	\$2,976.68	\$259,509.60	\$2,976.68	\$64,877.40
June 9, 2025 Docket No. 1102	April 1, 2025– April 30, 2025	\$183,728.50	\$116.31	\$146,982.80	\$116.31	\$36,745.70
Totals:		\$2,387,827.00	\$22,782.23	\$1,910,261.60	\$22,782.23	\$477,565.40

PRIOR INTERIM APPLICATION HISTORY

Date Filed and Docket No.	Period Covered	Requested		Allowed	
		Fees	Expenses	Fees	Expenses
May 15, 2025 Docket No. 895	January 30, 2025 – March 31, 2025	\$2,204,098.50	\$22,665.92	\$2,201,908.50 ³	\$22,621.79 ⁴
Totals:		\$2,204,098.50	\$22,665.92	\$2,201,908.50	\$22,621.79

³ Kelley Drye voluntarily agreed to reduce its fees by \$2,190.00 based on informal comments received from the U.S. Trustee.

⁴ Kelley Drye voluntarily agreed to reduce its expenses by \$44.13 based on informal comments received from the U.S. Trustee.

COMPENSATION BY TIMEKEEPER

Name of Professional	Position	Law School Grad Year	Hourly Rate ⁵	Total Hours	Total Compensation
Eric R. Wilson	Partner	1997	\$1,280.00	16.4	\$20,992.00
Jason R. Adams	Partner	2000	\$1,150.00	21.4	\$24,610.00
Robert L. LeHane	Partner	1998	\$1,195.00	4.7	\$5,616.50
Maeghan J. McLoughlin	Special Counsel/ Partner	2011	\$1,045.00/ \$1,060.00 ⁶	90.2	\$94,584.50
Maeghan J. McLoughlin (Non-working travel time)			\$530.00	3.0	\$1,590.00
Dana P. Kane	Special Counsel	1998	\$945.00	7.6	\$7,182.00
Andres Barajas	Senior Associate	2017	\$890.00	27.8	\$24,742.00
Connie Y. Choe	Associate	2020	\$785.00	63.3	\$49,690.50
John A. Churchill Jr.	Associate	2021	\$735.00	31.9	\$23,446.50
Thomas Burns	Paralegal	N/A	\$400.00	16.8	\$6,720.00
Allison Fowler	Paralegal	N/A	\$360.00	12.7	\$4,572.00
			Total:	295.8	\$263,746.00

COMPENSATION BY PROJECT CATEGORY

Project Category	Total Hours	Total Fees
Case Administration	4.1	\$1,740.50
Pleadings Review	15.3	\$6,653.00
Fee Matters	54.6	\$42,886.50
Financing	0.6	\$627.00
Asset Analysis and Disposition	15.0	\$12,186.00
Executory Contracts and Leases	22.2	\$18,753.50
Claims Administration	15.2	\$15,623.00
Plan and Disclosure Statement	88.2	\$88,412.50
Committee and Creditor Communications	60.7	\$59,648.00
Court Hearings	11.5	\$10,585.50
Debtor Communications	4.8	\$4,371.50
Committee Professional Communications	0.6	\$669.00
Non-Working Travel Time	3.0	\$1,590.00
Total:	295.8	\$263,746.00

⁵ Non-working Travel Time billed at 50% of normal rate.⁶ In July, Maeghan J. McLoughlin was promoted to Partner. Her rate increased to \$1,060.00 per hour.

EXPENSE SUMMARY

Expense Category	Amount
Long Distance Travel	\$259.00
Cab Service	\$71.23
Total:	\$330.23

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Debtors.

Chapter 11

Case No. 25-10068 (CTG)

(Jointly Administered)

Objection Deadline: September 15, 2025 at 4:00 p.m. (ET)

**FOURTH COMBINED MONTHLY FEE STATEMENT OF
KELLEY DRYE & WARREN LLP FOR COMPENSATION
FOR SERVICES RENDERED AND REIMBURSEMENT OF
EXPENSES INCURRED AS LEAD COUNSEL TO THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS FOR THE PERIOD
FROM MAY 1, 2025 THROUGH AND INCLUDING JULY 16, 2025**

Pursuant to sections 330 and 331 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Rule 2016-1 of the Local Rules of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), and in accordance with the *Order (I) Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Retained Professionals and (II) Granting Related Relief* (the “Interim Compensation Order”),⁸ Kelley Drye & Warren LLP (“Kelley Drye”) hereby submits its fourth combined monthly fee statement (the “Application”) for compensation for professional services rendered and reimbursement of expenses incurred as lead counsel to the Official Committee of Unsecured Creditors (the “Committee”) of the above-captioned debtors and debtors-in-possession (the “Debtors”), for the period from May 1, 2025

⁷ The Debtors in these chapter 11 cases are: JOANN Inc.; Needle Holdings LLC; Jo-Ann Stores, LLC; Creative Tech Solutions LLC; Creativebug, LLC; WeaveUp, Inc.; JAS Aviation, LLC; joann.com, LLC; JOANN Ditto Holdings Inc.; Dittopatterns LLC; JOANN Holdings 1, LLC; JOANN Holdings 2, LLC; and Jo-Ann Stores Support Center, Inc.

⁸ Docket No. 552.

through and including July 16, 2025 (the “Application Period”). In support of this Application, Kelley Drye respectfully represents as follows:

JURISDICTION AND VENUE

1. This Court has subject matter jurisdiction to consider and decide this Application pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).

2. The statutory predicates for the relief requested herein are: (i) sections 330 and 331 of the Bankruptcy Code; (ii) Bankruptcy Rule 2016; and (iii) Local Rule 2016-1.

BACKGROUND

3. On January 15, 2025 (the “Petition Date”), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code with this Court. Following the Petition Date, the Debtors remained in possession of their assets and continued to operate and manage their business as debtors-in-possession, until the closing of the sale of substantially all of their assets, pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

4. On January 28, 2025, the Office of the United States Trustee for Region 3 appointed a nine-member Committee consisting of: (i) Low Tech Toy Club LLC; (ii) SunYin (HK) Holding Limited; (iii) Gwen Studios LLC; (iv) Brother International Corp.; (v) Ormo Ithalat Ihracat A.S.; (vi) Advantus Corp.; (vii) Kimco Realty Corporation; (viii) Simon Property Group, Inc.; and (ix) Regency Centers, L.P.⁹

5. On January 30, 2025, the Committee selected Kelley Drye as its lead counsel and Province, Inc. (“Province”) as its financial advisor. On January 31, 2025, the Committee selected Pachulski Stang Ziehl & Jones, LLP (“PSZJ”) as its Delaware counsel.

⁹ Docket No. 198.

6. On February 13, 2025, the Debtors filed their *Motion for Entry of an Order (I) Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and (II) Granting Related Relief* (the “Interim Compensation Motion”) and, on March 4, 2025, the Court entered the Interim Compensation Order.¹⁰

7. Pursuant to the terms of the Interim Compensation Order, among other things, if no objection is made to a monthly fee statement by the 21st day after service of the statement, the respective professional may be paid eighty percent (80%) of the fees and one hundred percent (100%) of the expenses set forth in the applicable monthly fee statement.

8. On February 28, 2025, the Committee filed the *Application of the Official Committee of Unsecured Creditors for Entry of an Order Authorizing the Employment of Kelley Drye & Warren LLP as Lead Counsel Effective as of January 30, 2025* (the “Retention Application”).¹¹ On March 18, 2025, the Court entered an order approving the Retention Application, effective as of January 30, 2025.¹²

9. On July 10, 2025, the Court entered an order confirming the Debtors Second Amended Joint Chapter 11 Plan of JOANN Inc. and its Debtor Affiliates (Technical Modifications) (the “Plan”).¹³ The Plan went effective on July 16, 2025.

SUMMARY OF SERVICES RENDERED

10. As described below, Kelley Drye rendered professional legal services to the Committee throughout the Application Period, including:

- a. Coordinate internally and with PSZJ and Province regarding overall case status and key issues to facilitate the Committee’s goals;

¹⁰ Docket Nos. 426, 552.

¹¹ Docket Nos. 526, 530.

¹² Docket No. 594.

¹³ Docket No. 1353.

- b. Review and provide comments to multiple iterations of the Debtors' proposed plan to address the Committee's open issues as related to the Committee settlement and post-confirmation trust structure, and negotiate with the Debtors regarding same;
- c. Analyze and provide comments to Debtors' proposed disclosure statement to address the Committee's concerns;
- d. Monitor the status of the Debtors' intellectual property sale process and file a limited objection to the sale to Singer Sourcing Limited LLC ("Singer"), and resolve same; and
- e. Conduct meetings and provide email updates to the Committee regarding general status of these Chapter 11 Cases, the intellectual property sale process, the plan process, pleadings filed, and Kelley Drye's ongoing negotiations with the Debtors regarding various pending matters.

SUMMARY OF SERVICES BY PROJECT

11. To assist the Court in its review of the fees requested in this Application, Kelley Drye has divided its time entries into the project categories set forth below. Attached hereto as **Exhibit A** for May time entries, **Exhibit B** for June time entries, and **Exhibit C** for July time entries, are detailed itemizations, by project category, of all services performed by Kelley Drye with respect to these chapter 11 cases during the Application Period.

Case Administration (Hours: 4.1 - Fees: \$1,740.50)

12. This category represents time spent by Kelley Drye addressing general administrative matters. During the Application Period, Kelley Drye maintained and updated a case task list and team calendar to monitor various workstreams and pertinent deadlines.

Pleadings Review (Hours: 15.3 - Fees: \$6,653.00)

13. This category represents time spent by Kelley Drye monitoring the docket and conducting initial reviews of relevant pleadings, including motions, notices, and proposed orders.

Fee Matters (Hours: 54.6 - Fees: \$42,886.50)

14. This category represents time spent by Kelley Drye attendant to all matters related to the preparation and filing of fee statements and applications. During the Application Period, Kelley Drye finalized its first combined monthly fee statement and prepared and finalized its second and third monthly fee statements. Kelley Drye also prepared and filed its first interim fee application and reviewed the fee applications of Province and PSZJ. Kelley Drye also worked with Debtors' counsel on the form of interim fee order.

Financing (Hours: 0.6 - Fees: \$627.00)

15. This category represents time spent by Kelley Drye related to the Debtors' financing request in these Chapter 11 Cases. During the Application Period, Kelley Drye prepared and coordinated weekly fee reports by Committee Professionals as required under the cash collateral order.

Asset Analysis and Disposition (Hours: 15.0 – Fees: \$12,186.00)

16. This category represents time spent by Kelley Drye related to the Debtors' sale and auction process. During the Application Period, Kelley Drye prepared and filed a limited objection to the Debtors' sale of intellectual property assets to Singer as it related to a discrepancy between the scheduled claim and filed claim of SVP Swing Brands LLC. Following discussions with the Debtors and a review of the claim details, Kelley Drye withdrew its limited objection.

Executory Contracts and Leases (Hours: 22.2 - Fees: \$18,753.50)

17. This category represents time spent by Kelley Drye addressing the Debtors' executory contracts and unexpired leases. During the Application Period, Kelley Drye reviewed various assumption and rejection notices and objections to assumption, generally focused on cure amounts.

Claims Administration (Hours: 15.2 - Fees: \$15,623.00)

18. This category represents time spent by Kelley Drye related to claims against the Debtors' estates. During the Application Period, Kelley Drye worked with Province in monitoring the Debtors' section 503(b)(9) claim reconciliation process. Kelley Drye also reviewed the Debtors' omnibus claims objections.

Plan and Disclosure Statement (Hours: 88.2 - Fees: \$88,412.50)

19. This category represents time spent by Kelley Drye in connection with all matters attendant to the plan and disclosure statement. During the Application Period, Kelley Drye reviewed, analyzed and provided comments to multiple iterations of the Debtors' draft revised plan to address the Committee's open issues as related to the Committee settlement and post-confirmation trust structure, and negotiated extensively with the Debtors regarding same. Kelley Drye also reviewed and provided comments to the Debtors' draft of the disclosure statement and solicitation motion and coordinated with Debtors on multiple revisions to same. Also during the Application Period, Kelley Drye drafted the liquidating trust agreement and addressed additional concerns with respect to the post-confirmation trust structure.

Committee and Creditor Communications (Hours: 60.7 - Fees: \$59,648.00)

20. This category represents time spent by Kelley Drye preparing for and participating in regular committee meetings as well as communicating with Committee members and other creditors on an individual basis. During the Application Period, Kelley Drye updated the Committee and individual Committee members via telephonic meetings and email reports on case developments, filed pleadings and notices, the lease and intellectual property sale process, the plan and post-confirmation trust structure, and other Committee business. Kelley Drye coordinated with PSZJ and Province regarding materials for distribution to the Committee and

preparation for Committee meetings.

Court Hearings (Hours: 11.5 - Fees: \$10,585.50)

21. This category represents time spent by Kelley Drye preparing for and participating in hearings before the Court. During the Application Period, Kelley Drye monitored the various matters set forth on the Court's hearing calendar and prepared for and attended hearings on June 23, 2025 and July 10, 2025.

Debtor Communications (Hours: 4.8 - Fees: \$4,371.50)

22. This category represents time Kelley Drye spent communicating with the Debtors. During the Application Period, Kelley Drye conferred with Debtors' counsel regarding general case issues, claims reconciliation and plan status.

Committee Professional Communications (Hours: 0.6 - Fees: \$669.00)

23. This category represents time spent by Kelley Drye communicating internally and with the other Committee Professionals.

Non-Working Travel (Hours: 3.0 – Fees: \$1,590.00)

24. This category represents time spent by Kelley Drye traveling to and from Delaware to attend the July 10, 2025 confirmation hearing.

SUMMARY OF EXPENSES

25. During the Application Period, Kelley Drye incurred out-of-pocket expenses in the amount of \$330.23.¹⁴ Attached hereto as **Exhibit D** is a description of the expenses actually incurred by Kelley Drye in the performance of services rendered as lead counsel to the Committee.

¹⁴ Kelley Drye reserves the right to request reimbursement of additional expenses incurred during the Application Period in its final application, to the extent that any such additional expenses have not been processed to date in Kelley Drye's billing system.

VALUATION OF SERVICES

26. Kelley Drye's professionals have expended a total of 295.8 hours representing the Committee during the Application Period. The amount of time spent by each of the professionals providing services to the Committee during the Application Period is set forth on **Exhibit A** (May 2025), **Exhibit B** (June 2025) and **Exhibit C** (July 2025). The rates charged are Kelley Drye's normal hourly rates for work of this character. The reasonable value of the services Kelley Drye rendered during the Application Period is \$263,746.00.

27. Kelley Drye believes that the time entries included in **Exhibit A, Exhibit B** and **Exhibit C** and the expense breakdown set forth in **Exhibit D** comply with the Interim Compensation Order and the requirements of Local Rule 2016-1.

28. All services for which compensation is requested by Kelley Drye were performed for or on behalf of the Committee, and not on behalf of the Debtors or other persons. There is no agreement or understanding between Kelley Drye and any other person, other than members of the firm, for the sharing of compensation to be received in these chapter 11 cases.

29. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, the amount requested is fair and reasonable given (i) the complexity of these cases and the time sensitivity of the matters addressed; (ii) the time expended; (iii) the nature and extent of the services rendered; (iv) the value of such services; and (v) the costs of comparable services other than in a case under this title.

CERTIFICATE OF COMPLIANCE AND WAIVER

30. The undersigned representative of Kelley Drye certifies that he has reviewed the requirements of Local Rule 2016-1, and that the Application substantially complies with same.

31. If the Application does not comply in all respects with the requirements of

Local Rule 2016-1, Kelley Drye believes such deviations are not material and respectfully requests that any such requirements be waived.

NOTICE

32. Pursuant to the Interim Compensation Order, notice of this Application has been provided to: (a) the Debtors, JOANN Inc., 5555 Darrow Road, Hudson, Ohio 44236, Attn.: Ann Aber, EVP, Chief Legal and Human Resources Officer; (b) co-counsel to the Debtors, (i) Kirkland & Ellis LLP, 601 Lexington Avenue, New York, New York 10022, Attn.: Aparna Yenamandra, P.C. (aparna.yenamandra@kirkland.com) and 333 West Wolf Point Plaza, Chicago Illinois 60654, Attn.: Jeffrey Michalik (jeff.michalik@kirkland.com), and Lindsey Blumenthal (lindsey.blumenthal@kirkland.com) and (ii) Cole Schotz P.C., 500 Delaware Avenue, Suite 1410, Wilmington, Delaware 19801, Attn.: Patrick J. Reilley (preilley@coleschotz.com), Stacy L. Newman (snowman@coleschotz.com), Michael E. Fitzpatrick (mfitzpatrick@coleschotz.com), and Jack M. Dougherty (jdougherty@coleschotz.com); (c) the United States Trustee, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801, Attn.: Malcolm M. Bates (malcolm.m.bates@usdoj.gov); (d) counsel to the Prepetition ABL Agent, Morgan, Lewis & Bockius LLP, One Federal Street, Boston, Massachusetts 02110, Attn.: Christopher Carter (christopher.carter@morganlewis.com) and Marjorie Crider (marjorie.crider@morganlewis.com); (e) counsel to the Prepetition FILO Agent, Choate Hall & Stewart LLP, 2 International Place, Boston, Massachusetts 02110, Attn.: John Ventola (jventola@choate.com) and Jonathan Marshall (jmarshall@choate.com); (f) counsel to the Prepetition Term Loan Lender Ad Hoc Group, Gibson, Dunn & Crutcher LLP, 200 Park Avenue New York, New York 10166, Attn.: Scott Greenberg (SGreenberg@gibsondunn.com), Kevin Liang (KLiang@gibsondunn.com), and Josh Brody (JBrody@gibsondunn.com); (g) counsel to the Prepetition Term Loan Agent, ArentFox Schiff

LLP, 1301 Avenue of the Americas, 42nd Floor, New York, New York 10019, Attn.: Jeffrey Gleit (jeffrey.gleit@afslaw.com) and 1717 K Street NW, Washington, D.C. 20006, Attn.: Jonathan Bagg (jonathan.bagg@afslaw.com), and 233 South Wacker Drive, Suite 7100, Chicago, Illinois 60606, Attn.: Matthew Bentley (matthew.bentley@afslaw.com); and (h) counsel to Gordon Brothers Retail Partners, LLC, Katten Muchin Rosenman LLP, 50 Rockefeller Plaza, New York, New York 10020, Attn.: Steven Reisman (sreisman@katten.com) and Cindi Giglio (cgiglio@katten.com). Kelley Drye respectfully submits that no further notice of the Application is necessary or required.

CONCLUSION

WHEREFORE, Kelley Drye respectfully requests: (i) interim allowance of \$263,746.00 in fees for necessary professional services rendered to the Committee during the Application Period and reimbursement of actual and necessary expenses incurred by Kelley Drye during the Application Period in the sum of \$330.23; (ii) payment of \$211,327.03, which represents 80% of the fees and 100% of the expenses incurred during this Application Period; and (iii) such other relief as this Court deems just and proper.

Dated: August 25, 2025

KELLEY DRYE & WARREN LLP

/s/ Jason R. Adams

Eric R. Wilson (admitted *pro hac vice*)

Jason R. Adams (admitted *pro hac vice*)

Maeghan J. McLoughlin (admitted *pro hac vice*)

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